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THANKS FOR BUYING THIS GAME!

Max is not your typical hero. A hero has a choice whether or not to risk his life. Max is simply trying to fight his way out of an impossible situation. Life dealt him a bad hand. But a good poker player can turn a bad hand into a winner.

Among the many innovations of this game is Bullet Time gameplay. It adds an entirely new dimension to action games, the dimension of time itself. We're not going to explain why Max can shift time in his favor, maybe he enters a state of high concentration, like a fully focused athlete in the "zone," and for him time seems to slow down, with adrenaline pumping through his veins forcing his body into a higher gear. The bottom line is that Max can do it, and it's one of the most fun gameplay innovations in the 3D action genre. Use this feature often, as it will save your butt!

You'll notice, too, that the story in Max Payne has not been shortchanged. It's integral to the action and enriches the entire game experience. The story is presented in many ways throughout the game, but most often through the game's graphic novel system. No other 3D action game has used this graphic novel approach, which we believe adds a depth to the story not possible by other methods. We hope you'll agree.

Finally, Max Payne is the first action game that actually monitors your ability to play, and auto-adjusts the difficulty level to match your playing ability.

Max Payne took a long time to make, and the dedication and talent of a lot of people, who devoted much of their lives to this long project. But to a person, everyone involved with this game is proud of the resulting accomplishment. And more important, we hope you'll enjoy it as much as we think you will.

Oh, and don't worry, you'll be seeing more of Max in the future. Dimension Films and Collision Entertainment are teaming up to make a feature film based on Max Payne, and further adventures of this character are already in the works.

Thanks again!
Remedy and 3D Realms Entertainment

PROLOGUE



In the backseat of a moving car, I am cut loose from the city. It watches me pass with sharp neon eyes. The night has gilded the skyscrapers in silver. Every brick wall is covered with graffiti. The

image of a green "V" with a syringe in the middle, repeated over and over. V for Valkyr. The Drug. The red and blue of the police car's lights flash on the white snow.

Something goes clank in the night, and the sound is close enough to a gunshot to take me back to the beginning. My last meeting with Alex before I went undercover. Sitting in a crummy diner opposite me,

ABOUT PHOTOSENSITIVE SEIZURES

A very small percentage of people may experience a seizure when exposed to certain visual images, including flashing lights or patterns that may appear in video games. Even people who have no history of seizures or epilepsy may have an undiagnosed condition that can cause these "photosensitive epileptic seizures" while watching video games.

These seizures may have a variety of symptoms including: lightheadedness, altered vision, eve or face twitching, jerking or shaking of arms or legs, disorientation, confusion, or momentary loss of awareness.

Seizures may also cause loss of consciousness or convulsions that can lead to injury from falling down or striking nearby objects. Immediately stop playing and consult a doctor if you experience any of these symptoms. Parents should watch for or ask their children about the above symptoms-children and teenagers are more likely than adults to experience these seizures.

The risk of photosensitive epileptic seizures may be reduced by:

- . Sitting farther from the television screen.
- . Using a smaller television screen,
- · Playing in a well-lit room, and
- . Not playing when you are drowsy or fatigued.

If you or any of your relatives have a history of seizures or epilepsy, consult a doctor before playing.

AVOID DAMAGE TO YOUR TELEVISION

Do not use with certain televisions. Some televisions, especially front-or rear-projection types can be damaged if any video games, including Xbox™ games, are played on them. Static images presented during the normal course of game play may "burn in" to the screen, causing a permanent shadow of the static image to appear at all times, even when video games are not being played. Similar damage may occur from static images created when placing a video game on hold or pause. Consult your television owner's manual to determine if video games can be safely played on your set. If you are unable to find this information in the owner's manual. contact your television dealer or the manufacturer to determine if video games can be played on your set.

OTHER IMPORTANT HEALTH AND SAFETY INFORMATION

The Xbox™ video game system documentation contains important safety and health information that you should read and understand before using this software. Unauthorized copying, reverse engineering, transmission, public performance, rental, pay for play, or circumvention of copy protection is strictly prohibited.

MAX PAYNE

CASE

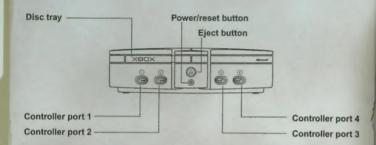
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GETTING STARTED

USING THE XBOX™ VIDEO GAME SYSTEM



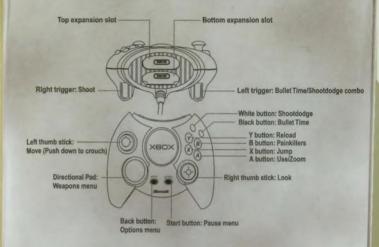
- 1. Set up your Xbox video game system by following the instructions in the Xbox Instruction Manual.
- 2. Press the power button and the status indicator light will light up.
- 3. Press the eject button and the disc tray will open.
- 4. Place the Max PayneTM disc on the disc tray with the label facing up and close the disc tray.
- 5. Follow on-screen instructions and refer to this manual for more information about playing Max Payne.

AVOIDING DAMAGE TO THE DISCS OR THE DISC DRIVE

- . To avoid damage to discs or the disc drive:
- Insert only Xbox compatible discs into the disc drive.
- Never use oddly shaped discs, such as star-shaped or heart shaped discs.
- . Do not leave a disc in the Xbox console for extended periods when not in use.
- . Do not move the Xbox console while the power is on and a disc is inserted.
- . Do not apply labels, stickers or other foreign objects to discs.

STARTING UP

USING THE XBOX CONTROLLER



CASE

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- 1. Insert the Xbox Controller into any controller port of the Xbox console.
- 2. Insert any expansion devices (for example, Xbox Memory Units) into controller expansion slots as appropriate.
- 3. Follow on-screen instructions and refer to this manual for more information about using the Xbox Controller to play Max Payne™.

he had grinned, a friendly bear, but I had seen it in his eyes. We hadn't been on the side of the winners in a long time. He was playing it safe, talking shop:





"To get to the source, we need to get to Jack Lupino. For that, you need the trust of the smalltimers in the Punchinello family. Joey and Virgilio Finito. Lupino's number one man, Vinnie Gognitti. All the wiseguys."

It must have been there. The sign of things to come. Clear in the fear in Alex's eyes, in the darkness of the coffee I was drinking, in the way my Beretta dug painfully into my side. But we were blind to it then, closing our eyes to it. Refusing to see. Later that night, Max Payne as a DEA special agent was erased from the vast network of databases, and replaced with a new version of me: Max Payne, the career criminal with a mile-long rap sheet.

A couple of days ago it had all come crashing down. The bad things came, like a winter storm. Pushed over the edge, I found myself in that cold no-man's land between right and wrong.

No road-signs. On a crash-course with the Mafia. With nothing to lose. The NYPD was trailing me by the dotted line of empty shell casings that I left behind. I was trying to look for the answers, but every gunshot, instead of closure, was just a hole with more questions leaking out. A spreading labyrinth of questions, like a pool of blood spreading on the snow.

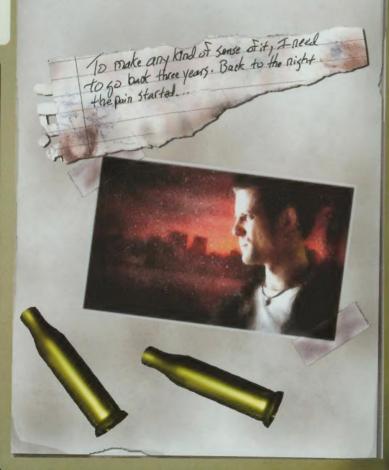




The car stops in the traffic lights. Outside, the light paints snow red, like the whole city was in flames. But inside, in the shadows of the car, it's all done in blues. I know I'm lying to myself. No amount of painkillers can keep this ache away. No lie can hide it. I'm not really in the backseat of this car. It didn't start in the diner with Alex. It started three years ago in my bedroom. And I haven't left that room since. The killer dead at my feet on the floor.

Michelle lying on the bed. Bullet holes like rubies on her chest. Our baby's cry cut short, the absence of it heavy in the air. That gunshot, like an exclamation mark to end it all, the answer to all my questions, had already rung out a long time ago, even its echoes gone. The gun was fused to my hand from that moment on. That room inside me everywhere I go.

Especially now as the city presses close to the windows of the car, its monstrous heartbeat under the tires. My squinted eyes in the rearview mirror. My hands numb and held awkwardly behind my back. Everything that came after that room is a hopelessmess, a chaotic swirl, rising nausea that tastes like rust in my mouth.



MENUS AND INTERFACE

MAIN MENU



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RESUME GAME

This selection loads up the last saved game and let's you jump right back into your previous game session.

TUTORIAL

You can select Tutorial if you want to go through a brief training course on the controls and how to play the game. It's recommended that you try out the Tutorial before jumping into the game.

NEW GAME

This option lets you start a new game session.

After selecting a new game, you will need to select
the gameplay mode. Different gameplay modes
(Fugitive, Hard-Boiled, Dead on Arrival and New
York Minute) are explained later in this manual.

LOAD

Opens up the Load Game menu screen.

SAVE

Opens up the Save Game menu screen. You can select one of the 10 save game slots to store the current gameplay situation. Saving is only available if you have an existing gameplay session running.

By pressing the Quicksave button, you may Quicksave a game without going to the menus. Hint: It is a good idea to save every now and then to avoid replaying longer stretches in case Max dies. There are 2 Quicksave slots. The latest Quicksave will replace the older of the two quicksaves.

You may also use the Save Menu to store your saved game. To do this, return to the Main Menu and select Save Game. Highlight one of the slots and press button on the slot.

OPTIONS

Opens up the Options menu.

CREDITS

Opens up the credits for the people who brought you ${\tt Max\ Payne^m.}$

LOAD GAME MENU

You may select any of the older saved games from the Load Game menu. When you load any of the saved games, a screenshot indicating the saved situation is shown in the upper right corner. Highlight the game you want to load and press the A button. The game automatically saves the game situation between each map change.

OPTIONS MENU

Press the BACK BUTTON to get to the OPTIONS MENU



CONTROL SET

The game has four pre-defined controls sets. If you don't find any of these perfect, you can go into the Controls menu to re-define the controller to your liking.

CONTROLS

Allows you to reconfigure movement and combat keys.

GAME

Game menu contains the following settings:

CROSSHAIR

The slider lets you select between different crosshair size and color. You can also turn off the crosshair by moving the slider all the way to the left.

ENABLE AUTOAIMING

By default, the game helps the player to aim more accurately. You can disable this feature, if you feel skilled enough.

AIMING LOCK

This option toggles the Aiming lock. Aiming lock assists you in keeping your aim on the target.

AUTO WEAPON CHANGE

If you turn Auto Weapon Change on, Max will automatically switch to a better weapon when he picks it up.

ENABLE GAMEPLAY TIPS

In some cases during the game, you will be shown different tips on how to use weapons or items. If you feel familiar with the game, you can unmark this checkbox and the tips won't be shown.

LOOKSPRING

The player's view will automatically center itself several seconds after the view is changed (look up or down).

DEADZONE

An adjustable slider where you can configure deadzone for vertical looking. This is highly recommended for new users, to provide easier and more deliberate looking on the player's part. However, for advanced users seeking complete control, turn off at later levels.



AUDIO

The Audio menu contains the following settings:

MUSIC VOLUME

Allows you to change music volume

EFFECTS VOLUME

Allows you to change sound effect volume

CONTROLLING THE GAME

The controls in Max Payne" are customizable.

PAUSING THE GAME

Pressing the Start key brings up the Pause menu. From here the player can do a quick save, load the last saved game, view his current objectives, or read the graphic novel. This also allows you to pause the animation, and is a cool way to check out details via the panning camera.

MISSION OBJECTIVES

Max can get key information on his mission objectives. This is useful if you've been away from the game for a while.

USING ITEMS

The world of Max Payne is very interactive and Max is able to use many items. Pressing the A button in the proximity of a usable item will make Max perform a relevant action. Max can open drawers and lockers, pick up specific items, use switches and control panels, or examine leads and read notes that he finds.

When Max is in the proximity of an interesting item or a lead, his head will turn to look in that direction and an exclamation point ("!") symbol will appear on screen above Max's head. You can then search the area to find what Max was interested in.



THE GRAPHIC NOVEL



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PAGE

Max Payne 's Graphic Novel appears throughout the game and it drives the twisting roller coaster of a story. The Graphic Novel introduces new surroundings, characters, plot twists and reveals relevant information that Max Payne will need to uncover the truth.

PLAY MODE

When you encounter new pages of the Graphic Novel in the game, it will be in "Play Mode", which advances the story automatically page by page with no user intervention required. Just sit back and enjoy the show, complete with full voice acting and sound effects, and you will be returned to the game as soon as the current pages are completed.

BROWSE MODE

By pressing any button during the Graphic Novel you can enter "Browse Mode". The voice dialog and

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sound effects will stop and you will be given full control of the Graphic Novel's pages via a control bar similar to a DVD player.

These controls allow you to browse backwards or ahead one page (or chapter) at a time, just like a book.

VIEW MODE

At any time during the game, you can access the Graphic Novel by selecting the Read Story selection from the Pause Menu. This is very handy if you have been away from the game for a while.



THE GAME WORLD

WEAPONS SNEAK PEEK

Max has a dozen weapons at his disposal, giving him a deadly arsenal with which to battle the murderous enemies that stalk him in the dark night of the city. To get you started, we've included essential information on four of them.

Remember that each weapon will automatically reload when it runs out of ammo, or you can manually reload anytime by pressing the Y Button.

BERETTA

The Beretta is a 9mm semi-automatic handgun that will work well in close combat but is less accurate over long distances. The punch of the weapon is limited, especially against hardened enemies but the rate of fire makes up for this. The Beretta carries an extended clip that holds 18 bullets. Max Payne can hold two Berettas (as soon as he has found a second one), one in each hand, to achieve a deadly rate of fire.

PUMP-ACTION SHOTGUN

The Pump-Action Shotgun is a standard police issue twelve-gauge shotgun. Lethal at close quarters, but due to the spread of the pellets it is less efficient at a distance. The shotgun loads up to seven shots.

DESERT EAGLE

The Desert Eagle is a high-power handgun that packs a lot of stopping power and is very accurate. However, due to the recoil of this high caliber weapon, the rate of fire leaves room for improvment. The Desert Eagle carries 12 bullets in the clip.

MOLOTOV COCKTAIL

A classic weapon since the 1940s, the Molotov Cocktail is simple but deadly. This glass bottle filled with flammable liquid can be thrown with devastating effect at the enemy. Max Payne can also use Molotov Cocktails to get at enemies behind obstacles, and by throwing them onto the ceiling and having a deadly rain of fire fall down on the enemy. Remember, careless use of Molotov cocktails can also harm Max, and coming into contact with burning enemies will hurt Max as well.

MAX'S REALTH

On the bottom left hand side of the screen you can see the Pain Bar in the form of a silhouette of Max Payne. This indicates the level of pain that Max Payne is in at any given time. Once a high degree of pain is reached, Max's movement will slow down and he will start to limp. Once the pain bar is full Max Payne will die. Like action heroes in the movies, Max never stays down. Even when badly hurt, he will slowly regain a little health, and will quickly be ready to dive back into the action.

PAINKILLERS

Reduce pain by using the painkillers found in various locations in the game. You can carry a maximum of 8 at any one time. Keep in mind that when you take a painkiller it only heals a fraction of Max's total health, and it will take a few seconds for it to take full effect, as indicated by a faded red color. This faded red color indicates the real



health status of Max, and further damage to Max will be added on top of the faded red, not the solid red. So, you may choose to take a painkiller (or painkillers, as needed) and let them take full effect before entering further combat against the enemies.

BULLET TIMETM

Bullet Time is the heart of Max Payne's combat maneuvers. When pressed into a tight spot Max can activate Bullet Time, which will slow the action around him, while allowing him to aim his weapons in real-time. This is very effective for getting the drop on multiple enemies and even allows Max to dodge oncoming bullets.



You can use Bullet Time as much as you want, but it is a limited resource and it will drain over time as indicated by the hourglass in the lower left of the screen. Once activated Bullet Time can be toggled on and off by pressing the Bullet Time Key again. Max will gain a little more Bullet Time for every enemy he takes out.

Also, using Bullet Time while sniping will help your aim. You will naturally not be able to shootdodge when using the sniper rifle.

SHOOTDODGING***

In addition to normal dodges and Bullet Time, Max can also Shootdodge. By pressing the Left Trigger while moving into any direction, Max will do a Shootdodge dive in slow motion in that direction. This will cost you a little Bullet Time each time you do this maneuver, but it will give you an incredible edge in combat. If you don't have any Bullet Time left, Max will do a normal rolling dodge instead of a slow motion Shootdodge and you will hear a warning sound.

Remember, that by Shootdodging, the action slows around Max, but he can still aim in real-time. Use this to your advantage.

BODGING

The dodge is an effective defensive move and can be performed in any direction, except forward, which results in a regular forward jump. To perform Dodging a player needs to move and press the B (jump) button to initiate the rolling dodge. By performing dodges, Max can avoid getting shot by the enemies who are trying their best to put nails in his coffin.

CINEMATIC SHOTS

During combat, the game sometimes performs Cinematic Shots, where the camera moves to highlight the action (enemies flying backwards in slow-motion, etc). Bullet cam is sometimes used with the sniper rifle. This is not only helpful in aiming, but also shows a very cool perspective of the action. You can interrupt some of the cinematic shots by pressing the A button.

DIFFIGULTY AND ADDITIONAL GAMEPLAY MODES

FUCITIVE

Fugitive is the default gameplay mode. Initially only Fugitive and Hard-Boiled gameplay modes are available. When playing the Fugitive gameplay mode, the game uses a self-adjusting skill level system. The enemies will alter their behavior and performance according to how well Max Payne is doing. This implies that if you are encountering difficulty, the game will adjust the behavior and reactions of the enemies in your favor. Naturally, if you are breezing through, the enemies will rise to the challenge.

HARD-BOILED

A more challenging version of the game. Max's healing process is slower and his health lower. Auto aim is scaled down. You have to complete the game in the Fugitive mode to access the Hard-Boiled mode. When you have completed the game for the first time, you also unlock the following additional gameplay modes:

DEAD ON ARRIVAL

The real challenge. No holds barred anymore, this is only for the advanced players. Beating Dead on Arrival mode is the true mark of a hardcore gamer. No auto aim here and the bad guys are really beefed up (go for those headshots!). Max's health is the same as in Hard-Boiled but his healing is drastically toned down, and you have only 7 save games to complete each map. You have to complete the Hard-Boiled mode to access the Dead on Arrival mode.

WEW YORK MINUTE

This is a hectic mode for speed-running. Each map starts out with a timer ticking down. If the timer reaches zero, Max is out. Taking out enemies buys you more time. Graphic novels and cinematics stop the timer and the timer slows down in Bullet Time.

GENERAL GAMEPLAY TIPS

If Max crouches (by pressing the Left Thumbstick) during a gunfight, he presents a smaller target and is therefore slightly less likely to get hit. Crouching behind obstacles in combat may give you the required second or two to reload your weapon before diving back into the action. Crouching will also make your sniper rifle more steady.

Make full use Shootdodging and Bullet Time. They will allow you to get the drop on bad guys, aim easier and take less damage. The game can be very difficult without using these modes.

A good tactic in gun fights is to keep moving - don't be an easy target by standing still! Move side-to-side, do evasive rolls, and hide behind pillars and walls when you reload. Search everywhere! There are items hidden in crates, drawers, cabinets, lockers, under beds and more. You are usually rewarded for exploring the environment and you never know where those painkillers are hiding.

Another important point with Max Payne is that it's the first game to realistically model individual bullets, as opposed to traveling from your gun to your target in an impossibly fast instant. So, if your target is quite a ways away, your shots will take a noticeable fraction of a second to reach your target. When you activate Bullet Time, you'll actually get to see bullets whizzing very quickly through the air as everything is slowed down, an effect never seen in a game before this.

Don't pass up notes, TV or radio broadcasts or other things Max is interested in while you are playing. Take the time to use these items and get information and story. You may also find it useful to review the Graphic Novel at times.



CREDITS

Max Payne^m was developed and designed by Remedy Entertainment Ltd. Produced by 3D Realms. XBox^m version by Neo.



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